MARVEL COMICS GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY IND.

5 OCT.

WWW.MARVEL.COM

IT *HAD* TO HAPPEN! SOONER OR LATER, *SPIDER-MAN* WAS BOUND TO BATTLE

"DOCTOR DOOM!"

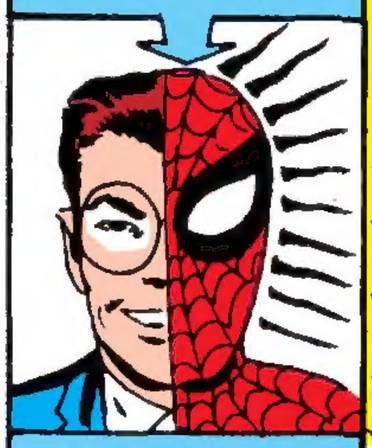
THIS IS YOUR *FINISH*, SPIDER-MAN! IF THE *FANTASTIC FOUR* THEMSELVES COULD NOT STOP ME, WHAT CHANCE HAVE *YOU?*

(c) 2009 Marvel Characters, Inc. All rights reserved.

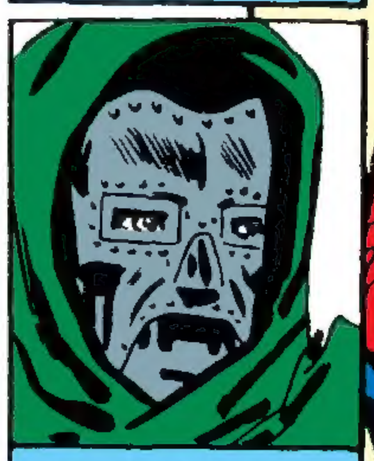
SPIDER-MAN

"MARKED FOR DESTRUCTION BY DR. DOOM!"

FEATURING



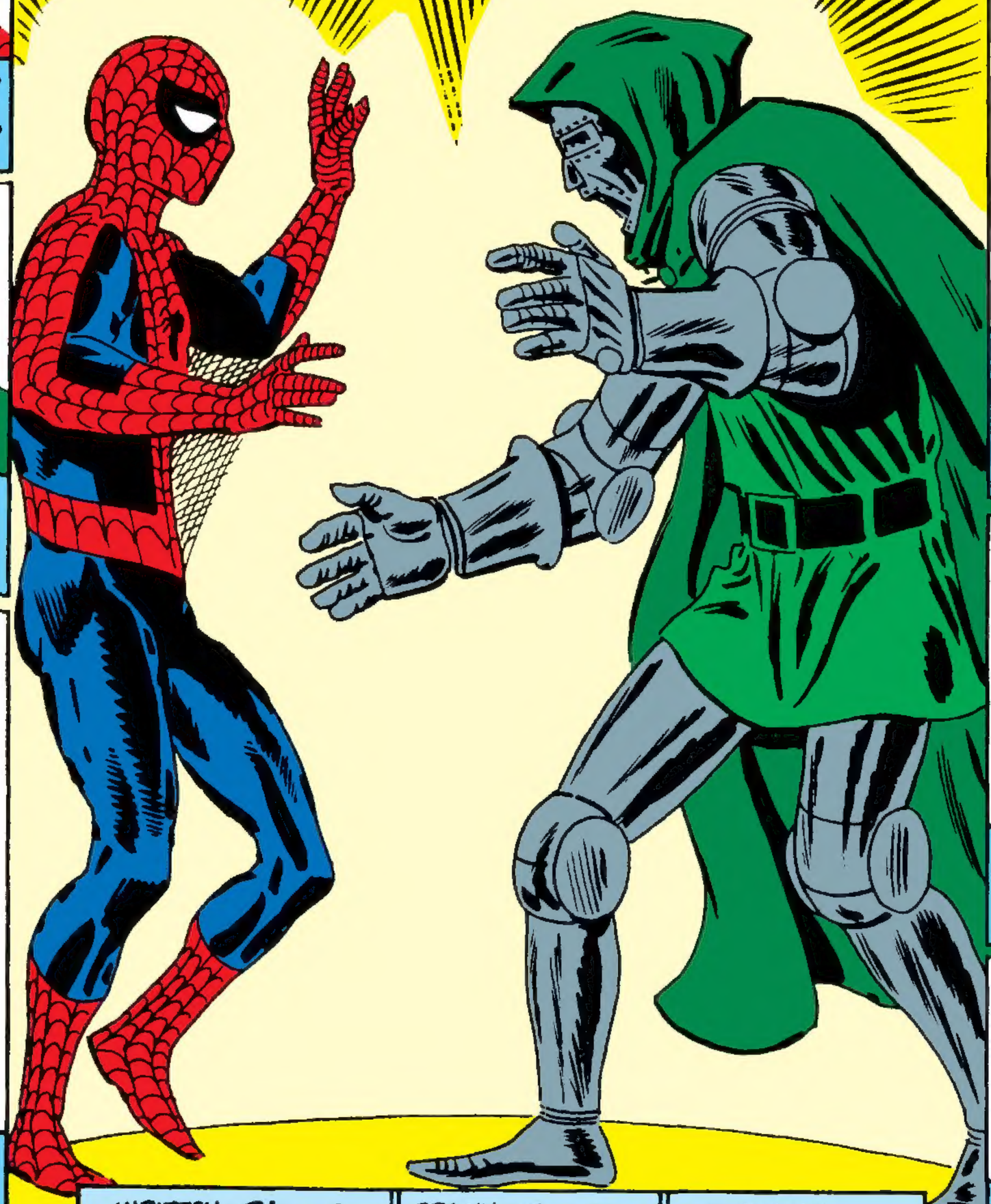
PETER PARKER ALIAS SPIDER-MAN



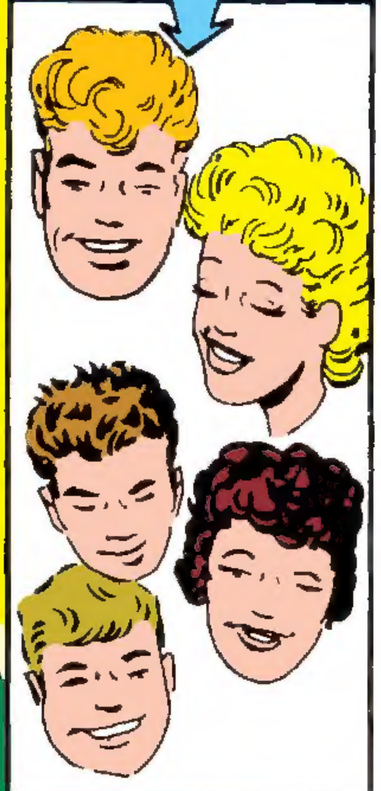
THE AWESOME DOCTOR DOOM!

J. JONAH JAMESON AND HIS SECRETARY, BETTY BRANT

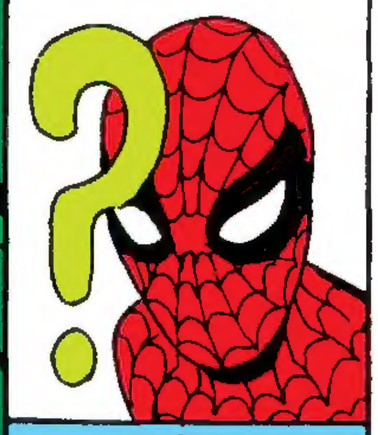
SPIDER-MAN AND THE ARCH-FOE OF THE FANTASTIC FOUR, FACE-TO-FACE FOR THE FIRST TIME!



FEATURING



FLASH THOMPSON, LIZ ALLAN, AND THEIR ASSORTED CLASSMATES



THE OTHER SPIDER-MAN!

AND THE WORLD'S MOST FABULOUS SUPER-TEAM!

WRITTEN BY... Stan Lee

DRAWN BY... S. Ditko

LETTERING... S. Rosen

HAVE YOU EVER NOTICED, WHEN YOU START READING A COMIC MAG, THE OPENING CAPTION TELLS YOU THAT YOU'RE ABOUT TO READ THE MOST EXCITING STORY EVER WRITTEN ... WITH THE MOST DANGEROUS MENACE, AND THE MOST SUSPENSEFUL PLOT ?? WELL, WE'RE GOING TO TRY TO BE MORE HONEST! THIS MAY **NOT** BE THE GREATEST STORY EVER WRITTEN! YOU MAY HAVE READ ABOUT MORE EXCITING VILLAINS! AND YOU MAY HAVE THRILLED TO BETTER PLOTS! BUT, Y'KNOW SOMETHING? WE CAN'T SEE **NOW!**

(c) 2009 Marvel Characters, Inc. All rights reserved.

YOU ARE LOOKING AT ONE OF THE FEW CANDID ACTION FILMS EVER TAKEN OF ***SPIDER-MAN*** BY A NEWSREEL PHOTOGRAPHER!

BY NOW THE WHOLE WORLD KNOWS OF ***SPIDER-MAN'S*** EXISTENCE! BUT THE WORLD ***DOESN'T*** KNOW HIS TRUE IDENTITY, OR HIS REAL MOTIVES! AND THAT IS WHAT THIS PROGRAM INTENDS TO INVESTIGATE!

SPIDER-MAN... A FORCE FOR GOOD OR EVIL?

MY NAME IS J. JONAH JAMESON, PUBLISHER OF ***NOW*** MAGAZINE AND THE ***DAILY BUGLE!*** I AM SPONSORING THIS PROGRAM IN THE PUBLIC INTEREST, TO EXPOSE ***SPIDER-MAN*** TO THE PUBLIC AS THE MENACE HE IS!

ANY TV SHOW ABOUT THE COLORFUL ***SPIDER-MAN*** IS BOUND TO ATTRACT A LARGE AUDIENCE! EVEN TEEN-AGERS IN A LOCAL BOWLING ALLEY INTERRUPT THEIR GAME TO VIEW THE PROGRAM...

BOY, IMAGINE JAMESON SPONSORING HIS OWN PROGRAM, JUST TO ATTACK SPIDER-MAN!

I SAY THAT SPIDER-MAN BELONGS BEHIND BARS!

AW, JAMESON'S NOT SO DUMB! HE'S JUST GETTIN' GOOD ***PUBLICITY*** FOR HIS MAG BY MAKING ALL THIS FUSS!

YEAH! PERSONALLY ***I*** THINK THAT SPIDER-MAN'S THE ***COOLEST!***

I MUSTN'T SAY ANYTHING TO MAKE THEM SUSPECT ME! I'LL TALK ***AGAINST*** SPIDER-MAN!

YOU CAN'T TELL! JAMESON MAY BE ***RIGHT!*** NOBODY REALLY ***KNOWS*** SPIDER-MAN!

IT'S A CINCH ***YOU*** DON'T, PANTY-WAIST! YOU'D PROBABLY ***FAINT*** IF YOU EVER CAUGHT SIGHT OF 'IM!

I WOULD, TOO! ...FROM SHEER ***EXCITEMENT!*** I'LL BET HE'S REAL ***HANDSOME*** UNDER THAT SILLY MASK OF HIS! :SIGH:

G'WAN, PARKER, GET LOST! YOU'RE IN THE WRONG PLACE, ANYHOW! THIS IS A BOWLING ALLEY, NOT A ***KNITTING PARLOR!***

THAT'S IT, FLASH! KEEP IT UP! ONE OF THESE DAYS YOU'LL GO TOO FAR, AND YOU'LL NEVER KNOW WHAT ***HIT*** YOU! THERE'S EVEN A LIMIT TO ***SPIDER-MAN'S*** PATIENCE!

BUT, IN ANOTHER PART OF TOWN, ***ANOTHER*** LISTENER HEARS JAMESON'S PROGRAM! A STRANGE AND SINISTER LISTENER!

..MY PAPERS ARE OFFERING A ***THOUSAND DOLLARS*** REWARD TO ANYONE WHO CAN DISCLOSE ***SPIDER-MAN'S*** TRUE IDENTITY!

SPIDER-MAN?? HMM... ***HE*** MAY BE JUST THE ONE I'VE BEEN SEEKING!

EACH TIME I ATTACKED THE ***FANTASTIC FOUR*** IN THE PAST, THEY HAVE FOUGHT ME TO A STAND-STILL! ALONE, I DO NOT SEEM ABLE TO DEFEAT THEM!

BUT WITH ONE SUCH AS ***SPIDER-MAN*** AT MY SIDE, EVEN THAT ACCURSED QUARTET WOULD NOT BE ABLE TO SAVE THEMSELVES FROM MY WRATH!

ORDINARY MEN ***TREMBLE*** AT THE MENTION OF MY NAME! THE ENTIRE CIVILIZED WORLD FEARS THE MENACE OF ***DOCTOR DOOM!*** AND YET, IN ONE RESPECT, I HAVE BEEN FOILED TIME AND TIME AGAIN!

NO MATTER HOW PERFECTLY I LAY MY PLANS, THE ***FANTASTIC FOUR*** HAVE ALWAYS MANAGED TO FRUSTRATE ME! I STILL REMEMBER OUR LAST PARTING...

COME BACK! YA CAN'T CHEAT ME OUT OF MY REVENGE THIS WAY!

BEN, GET OUT OF THE WAY! I CAN STILL REACH OUT AND GRAB HIM! ***BEN... NO!*** IT'S TOO LATE NOW!

SWIFTLY, SILENTLY, THE AWESOME FORM OF THE GREATEST MENACE OF OUR AGE PLUMMETS EARTHWARD... DOWN... DOWN... DOWN... UNTIL IT IS LOST FROM SIGHT IN THE BILLOWING CLOUDS BELOW...

ONCE UNDER COVER OF THE CLOUDS, THE JET-POWERED FLYING BELT I WORE ENABLED ME TO GLIDE TO SAFETY... TO REPAIR TO A NEW LAIR WHERE I COULD LICK MY WOUNDS LIKE A VANQUISHED BEAST!

BUT NOW, THAT IS ALL BEHIND ME! NOW IT IS TIME TO STRIKE ***AGAIN!*** WITH THE AID OF THAT IMPRISONED SPIDER, I WILL TRANSMIT A MESSAGE TO ***SPIDER-MAN,*** USING HIS OWN WAVE-LENGTH!

IN SOME STRANGE WAY, HE HAS THE SENSORY POWERS OF A SPIDER... AND SO, IT WAS A SIMPLE MATTER FOR ONE OF MY GENIUS TO CREATE THIS SPIDER-WAVE TRANSMITTER!

CALLING SPIDER-MAN! CALLING SPIDER-MAN! I MUST CONTACT YOU AT ONCE!

MEANWHILE, AT HOME, PETER PARKER PRACTICES HIS AGILITY WITH HIS WEB, IN THE PRIVACY OF HIS ROOM...

IF THE GANG AT THE BOWLING ALLEY COULD SEE ME NOW!

CALLING SPIDER-MAN! CALLING SPIDER-MAN!

I CAN SENSE A MESSAGE! SOMEONE IS TRYING TO REACH ME!

WHO CAN IT BE? HOW COULD ANYONE HAVE FIGURED OUT A WAY TO REACH ME THROUGH MY SPIDER'S SENSE?

WELL, THERE'S ONLY ONE WAY TO FIND OUT!

IT'S A SIMPLE MATTER FOR ME TO FOLLOW THE SENSORY IMPULSES TO THEIR SOURCE! BOY, IT'S GREAT TO BE GETTING BACK INTO ACTION AGAIN!

BUT, PERHAPS SPIDER-MAN WOULD NOT BE QUITE SO ENTHUSIASTIC IF HE KNEW WHO WAS WAITING FOR HIM AT HIS ULTIMATE DESTINATION!

IT SHOULD BE CHILD'S PLAY FOR ME TO PERSUADE SPIDER-MAN TO JOIN ME AGAINST THE FANTASTIC FOUR!

WELL, I GUESS THIS IS THE PLACE! NOW TO... HOLY SMOKE! I'D KNOW THAT GUY ANYWHERE! IT..IT'S DOCTOR DOOM!

SO IT WAS YOU WHO TRIED TO CONTACT ME, DOOM?! IT WOULD HAVE HAD TO BE SOMEONE WITH YOUR TALENT! BUT WHY?

AH, SPIDER-MAN! IS IT NECESSARY FOR YOU TO MAKE YOUR ENTRANCE QUITE SO DRAMATIC, MY IMPETUOUS FRIEND?

MISTER, FROM WHAT I'VE READ ABOUT **YOU**, YOU HAVEN'T **GOT** ANY FRIENDS... IMPETUOUS OR OTHERWISE!

FRIENDSHIP IS FOR **WEAKLINGS!** WHAT I OFFER YOU IS **POWER!** TOGETHER, WE COULD RULE THE **WORLD!**

YOU'RE AN OUTCAST, THE SAME AS **I!** YOU DARE NOT REVEAL YOUR TRUE IDENTITY! AND YET, RIGHT UNDER YOUR NOSE, THE **FANTASTIC FOUR** BASKS IN THE LIMELIGHT, WHILE YOU ARE SHUNNED AND HUNTED!

I'LL APPEAL TO HIS SENSE OF ENVY... OF PRIDE! THEN, ONCE HE HAS SERVED HIS PURPOSE, I'LL DESTROY HIM WITHOUT A SECOND THOUGHT!

ME TEAM UP WITH **YOU**, HUH? MAN, WOULDN'T **THAT** BE A GASSER? JONAH JAMESON WOULD **REALLY** HAVE SOMETHING TO HOWL ABOUT THEN!

AH, SO YOU WILL **DO** IT! SPEAK!! GIVE ME YOUR WORD!

NOT SO FAST, TIN-HEAD! SURE, IT'S AN AMUSIN' THOUGHT TO KICK AROUND, BUT JUST BETWEEN US, I NEED **YOU** LIKE I NEED ANOTHER NOSE! THE ANSWER IS **NO**, BUSTER!

I **WARN** YOU... IF YOU ARE NOT **WITH** ME, THEN WE ARE DEADLY **FOES!**

DOC, YOU'RE SCARIN' ME PLUMB OUT OF MY WITS! HERE, CHEW ON THIS HUNK OF **WEB** FOR A WHILE!

THAT'LL KEEP YOU UNDER WRAPS WHILE I FIGURE OUT WHAT TO **DO** WITH YOU! SAY, HOW COME YOU'RE SO QUIET... SO STILL? CAT GOT YOUR TONGUE?

YOU BRAZEN FOOL! HAVEN'T YOU **GUESSED** YET?

IT WASN'T **YOU** AT ALL! JUST A ROBOT... A DUMMY MADE UP TO RESEMBLE THE **REAL DOCTOR DOOM!**

NATURALLY! YOU ARE NOT FIGHTING ONE OF YOUR USUAL INSIPID ANTAGONISTS NOW, SPIDER-MAN! **DOCTOR DOOM** CANNOT BE TRAPPED SO EASILY!

BUT **SPIDER-MAN** CAN! YOU DIDN'T EXPECT A TRAP-DOOR TO OPEN BENEATH YOUR FEET, DID YOU?

SAY, I'LL BET YOU'D BE A WOW AT A CONEY ISLAND FUN HOUSE!

YOU DON'T THINK A FELLER WITH THE REFLEXES OF A **SPIDER** IS GONNA TUMBLE DOWN A CORNY TRAP-DOOR, DO YOU?

PERHAPS NOT... BUT FOR **YOUR** SAKE, I HOPE YOU DON'T THINK YOU'VE ESCAPED ME **ALREADY!**

THE ACCIDENT WHICH YEARS AGO MADE A SHAMBLES OF MY FACE DIDN'T AFFECT MY STRENGTH AT ALL... AS YOU CAN SEE!

OOOF!

AND I AM NOT ENTIRELY WITHOUT LITTLE WEAPONS OF MY **OWN**.. SUCH AS THIS MOST EFFECTIVE MINIATURE FINGER-GUN!

NICE TRY, RATTLE-TRAP! BUT I SAW THAT COMING **SECONDS** AGO!

I'LL SAY "SO LONG" FOR NOW, DOC! I DON'T MAKE A HABIT OF BEING A HUMAN TARGET FOR BIG BAD VILLAINS!

IF I TWIST AND TURN JUST THE RIGHT WAY, I'LL MISS THE LEDGE BELOW AND LAND SAFELY IN THE WATER! LOOKS LIKE MY HOURS OF AGILITY PRACTICE ARE REALLY PAYING OFF!

HE **ESCAPED** ME! WELL, I'LL LET HIM GO FOR NOW! BUT HE SHALL **STILL** SERVE MY PURPOSE... ONLY, IN A WAY HE CANNOT POSSIBLY SUSPECT!

THE FIRST THING I SHALL DO IS LEARN SPIDER-MAN'S TRUE IDENTITY! THAT WILL MAKE IT EASIER FOR ME TO CAPTURE HIM!

AND THEN, ONCE I HAVE HIM HELPLESS, I'LL USE *HIM* TO BAIT MY DEADLY TRAP FOR THE *FANTASTIC FOUR!*

MEANWHILE, HUNDREDS OF FEET BELOW...

I HOPE THAT REFUGEE FROM A NIGHTMARE FACTORY DOESN'T THINK HE'S SEEN THE *LAST* OF ME!... BECAUSE *NOW* I'M GONNA TACKLE HIM IN *EARNEST!*

BUT, BY THE TIME THE COLORFUL CRUSADER REACHES THE ROOF...

HOLY HANNAH! WHAT WAS *THAT??*

BA-ROOM!

DOOM WAS ONE STEP *AHEAD* OF ME! HE BLEW UP THE DESERTED BUILDING BEFORE I COULD GET BACK AT HIM! HE'S PROBABLY MILES AWAY BY NOW, PLANNING HIS NEXT MOVE!

WELL, TIME ENOUGH FOR HIM LATER...

I'LL SNAP A FEW PIX OF THE BURNING BUILDING... OLD SKINFLINT JAMESON MAY BE WILLING TO PAY PETE PARKER FOR THEM, IF THEY'RE EXCLUSIVES!

LOOK! THERE'S *SPIDER-MAN!*

IT MUST HAVE BEEN *HIM* WHO BLEW UP THE BUILDING!

JUST MY LUCK! THAT CROWD *SEES* ME! NOW I'LL PROBABLY BE BLAMED FOR THE *FIRE*, TOO!

THE NEXT DAY, AT THE OFFICES OF J. JONAH JAMESON..

ALL RIGHT, PARKER, I'LL BUY THOSE PICTURES OF THE FIRE FROM YOU! BUT WHAT I *REALLY* WANT ARE PIX OF *SPIDER-MAN!* I'D LOVE TO BE ABLE TO PIN THIS FIRE ON *HIM!*

HERE'S MY CHANCE TO *NEEDLE* THE OL' WINDBAG A LITTLE...

I DON'T KNOW, MR. JAMESON! PEOPLE ARE BEGINNING TO SAY YOU ATTACK HIM *TOO* MUCH! THEY'RE BEGINNING TO WONDER WHAT YOUR REAL MOTIVES ARE!

I THINK PARKER IS *RIGHT*, SIR! I'VE HEARD SOME OF OUR READERS MENTION THAT THEY THINK YOU'RE *JEALOUS* OF SPIDER-MAN FOR SOME REASON!

WELL, WELL! I NEVER KNEW I HAD AN *ALLY* IN J.J.'S SECRETARY! AND I NEVER REALIZED HOW *PRETTY* BETTY BRANT WAS, EITHER.. TILL NOW!

THAT'S ENOUGH! I'M STILL THE PUBLISHER HERE, AND *I'LL* DECIDE OUR EDITORIAL POLICY!

I HAVE ONLY **ONE** REAL MOTIVE...TO MAKE **MONEY!** THE MORE I ATTACK SPIDER-MAN, THE MORE PEOPLE READ MY PAPERS! IT'S TO OUR ADVANTAGE TO KEEP POUNDING AWAY AT THAT CORNY COSTUMED CLOWN! EVERY-BODY IS INTERESTED IN HIM...WHETHER THEY **AGREE** WITH ME OR NOT DOESN'T MATTER... SPIDER-MAN **SELLS PAPERS!** UNDERSTAND ??

I SURE **DO**, YOU BIG, BLUSTERING PHONY!

A SHORT TIME LATER, IN ANOTHER PART OF TOWN...

BOY! WHAT A TERRIFIC GAG **THIS'LL** BE!

POOR PETER! HE'LL NEVER GET **OVER** IT!

WHERE IS PETER PARKER? I **WANT** HIM! BRING HIM **TO** ME!

WELL, HOW DID I LOOK? WILL PUNY PARKER FALL FOR IT?

LIKE A TON OF BRICKS! FLASH, YOU'RE A **GENIUS!**

THE GALS DID A GREAT JOB ON THE COSTUME! **THIS'LL** TEACH OUR BOOKWORM BUDDY TO KNOCK SPIDER-MAN!

AND SO, OUR WEB OF FATE DRAWS TIGHTER! NOW, BACK TO THE DEVIOUS **DOCTOR DOOM!**

THERE! I'VE DEVISED AN INSTRUMENT WHICH WILL REACT TO A SPIDER'S IMPULSES THE WAY A GEIGER COUNTER REACTS TO URANIUM!

ALL I NEED DO IS SCOUR THE CITY UNTIL THE DIAL REGISTERS POSITIVE, AND I WILL HAVE FOUND **SPIDER-MAN'S** REAL IDENTITY!

WHEN ONE IS A MASTER OF SCIENCE, AS **I** AM, THERE IS NOTHING WHICH CANNOT BE ACCOMPLISHED! SOONER OR LATER, I SHALL ELIMINATE ALL THOSE WHO DARE OPPOSE ME!

NOT LONG AFTERWARDS...

THERE'S PARKER **NOW!** WE'VE GOT TO TELL FLASH!

BETCHA HE'LL JUMP CLEAN OUT OF HIS SKIN WHEN HE SEES "SPIDER-MAN"! THIS'LL BE THE GREAT-EST GAG OF THE CENTURY!

AHHH! MY DEVICE IS BEGIN-NING TO REGISTER! I'M NEAR-ING MY PREY!

FLASH, **HURRY!** PARKER'S WALKING BY ALONG FRONT STREET!

OKAY! EVERYTHING'S SET! YOU GUYS HIDE SOMEWHERE AND WATCH THE FREE SHOW!

PARKER'LL BE THE LAUGHING-STOCK OF THE SCHOOL WHEN I'M THROUGH WITH HIM! IF HE'S TOO YELLOW TO **FIGHT,** THIS IS **ONE** WAY TO SHOW HIM WHAT WE THINK OF HIM!

ACCORDING TO MY DIAL, THE REAL **SPIDER-MAN** IS ALMOST DIRECTLY BELOW ME NOW!

THERE HE IS! STRANGE, HE'S WEARING HIS COSTUME IN BROAD DAYLIGHT! WELL, NO MATTER! WITHIN SECONDS, HE'LL BE MY HELPLESS PRISONER!

IT'S TIME TO SHOW MYSELF TO PARKER NOW, AND...

HEY, WHA...? WHAT'S **THIS?** WHAT'S GOIN' **ON??**

HE'S **SEEN** ME! BUT IT'S TOO LATE FOR HIM TO STOP ME! I'VE PLANNED THIS COUP TOO CAREFULLY!

AND AS PETER PARKER, THE **REAL** SPIDER-MAN, WALKS CALMLY BY, WRAPPED IN HIS OWN DEEP THOUGHTS...

ONE BURST OF THIS FAST-ACTING SLEEPING GAS WILL DO THE TRICK SILENTLY!

AND SO, DOCTOR DOOM MAKES HIS FIRST CARELESS MISTAKE...NOT SUSPECTING THAT HIS GEIGER-LIKE DEVICE HAD REACTED TO **PETER PARKER'S** PRESENCE, RATHER THAN THE IMITATION SPIDER-MAN'S!

DONE! NOW, ALL THAT REMAINS IS TO CARRY HIM BACK TO THE SHIP! IT WAS EVEN SIMPLER THAN I EXPECTED!

STRANGE THAT HE SHOULD HAVE BEEN SO EASY TO TRAP! PERHAPS SPIDER-MAN POSSESSES LESS SUPER-POWERS THAN PEOPLE THINK!

MEANWHILE ...

I DON'T GET IT! WHAT'S FLASH WAITIN' FOR?

PARKER WILL BE GONE IN ANOTHER FEW SECONDS!

MAYBE SOMETHING WENT WRONG! MAYBE FLASH'S COSTUME TORE OR SOMETHING! GEE! WHAT A DIS-APPOINTMENT!

MINUTES LATER, AFTER PETE HAS REACHED HOME ...

HI, AUNT MAY! WHAT ARE YOU WATCHING?

THE ED SULLIVAN SHOW, DEAR! I JUST SAW THE CLEVEREST JUGGLING ACT, AND NOW HE'S GOING TO HAVE A CHORUS FROM SOME MIDWESTERN COLLEGE!

SAY! WHAT'S WRONG WITH THE SET?

I DON'T KNOW! OH, DEAR! WE JUST HAD IT FIXED LAST WEEK! I HOPE IT ISN'T THE PICTURE TUBE!

LADIES AND GENTLEMEN, PLEASE STAND BY! THERE IS NOTHING WRONG WITH YOUR SETS' RECEPTION! SOME STRANGE FORCE SEEMS TO BE AFFECTING ALL T.V. TRANSMISSION AT THIS TIME! STAND BY! STAND BY!

BOY, THIS IS A NEW ONE!

WE REGRET THAT WE ARE UNABLE TO CONTINUE OUR TRANSMISSION! OUR ELECTRICAL POWER IS BEING DRAINED! STAND BY!

THIS IS DOCTOR DOOM! I HAVE RESORTED TO THIS DRASTIC MEANS TO COMMUNICATE WITH THE FANTASTIC FOUR! I HAVE A MESSAGE OF GRAVE IMPORTANCE FOR THEM!

AS YOU CAN SEE, I HOLD SPIDER-MAN A HELPLESS CAPTIVE! UNLESS THE FANTASTIC FOUR PROMISE TO DISBAND AND SURRENDER TO ME, ONE AT A TIME, SPIDER-MAN WILL FORFEIT HIS LIFE! I WILL WAIT EXACTLY ONE HOUR FOR A REPLY!

OH, THAT AWFUL CREATURE! THANK HEAVENS HIS PRISONER IS ONLY SPIDER-MAN WHO IS PROBABLY AS MUCH A MENACE AS DOCTOR DOOM!

I DON'T GET IT! WHO WAS THAT JOKER IN THE SPIDER-MAN COSTUME?? WHAT'S IT ALL ABOUT? IS IT SOME KINDA TRICK?

BRRINNG!

PETER, THIS IS **LIZ!** SOMETHING **TERRIBLE** HAS HAPPENED! FLASH THOMPSON IS MISSING! HE..HE HAD DRESSED IN A **SPIDER-MAN** COSTUME LAST NIGHT TO...PLAY A JOKE ON SOMEBODY...

AHA, I CAN GUESS WHO THAT SOMEBODY **WAS!** SO **THAT'S** WHO DOCTOR DOOM IS HOLDING PRISONER!... MY LOUDMOUTHED BULLYING CLASSMATE!

SORRY, LIZ, NOTHING **I** CAN DO ABOUT IT! FLASH DOESN'T EXACTLY HEAD MY LIST OF FAVORITE PEOPLE, REMEMBER?

WHAT A BREAK FOR **ME!** THE FF WILL NEVER AGREE TO DOOM'S TERMS, SO ALL I HAVE TO DO IS KEEP OUT OF IT, AND FLASH THOMPSON WILL NEVER BOTHER PETER PARKER AGAIN! THINGS ARE FINALLY GOING MY WAY!

AWW, WHAT AM I THINKING?!! WHO AM I KIDDIN'?!! I COULD NO MORE SIT BACK AND LET ANY HARM COME TO THOMPSON, THAN I COULD SWIM TO THE MOON! THE **REAL** SPIDER-MAN WILL **HAVE** TO GO INTO ACTION AGAIN!

SEE YOU LATER, AUNT MAY! I HAVE TO..UH..GO OUT ON AN ERRAND!

OH, PETER ...NO! YOU **MUSTN'T!** NOT TONIGHT!

I ABSOLUTELY **FORBID** IT! YOU'RE STILL JUST A **BOY!** AND, WITH ALL THOSE TERRIBLE PEOPLE ROAMING THE CITY.... **DOCTOR DOOM, SPIDER-MAN,** AND HEAVEN KNOWS WHO **ELSE**... I WANT YOU HOME WHERE IT'S **SAFE!**

OKAY, AUNT MAY! YOU **KNOW** THE DOCTOR SAID YOU MUSTN'T WORRY!

SOME SUPER-HERO **I** AM! I'VE GOT TO FIND SOME WAY TO GET MY AUNT TO LET ME OUT OF THE HOUSE!

I'LL JUST GO DOWN HERE AND MAKE SURE THE CELLAR WINDOWS ARE LOCKED, AUNT MAY!

HATE TO DO THIS, BUT IT'S THE ONLY WAY! IF I REMOVE THE MASTER FUSE...

THERE! THE HOUSE IS PLUNGED IN DARKNESS! OF COURSE, BY USING MY SPIDER SENSE, IT'S EASY FOR ME TO FIND MY WAY AROUND WITHOUT LIGHT!

OH, PETER, THE LIGHTS WENT OUT! WE MUST HAVE BLOWN A FUSE! AND THERE AREN'T ANY MORE IN THE HOUSE!

I KNOW! NOW I'LL HAVE TO GO OUT TO GET SOME NEW ONES!

BUT PLEASE BE CAREFUL, DEAR... AND HURRY RIGHT BACK!

SECONDS LATER...

I CERTAINLY HATE TO DECEIVE AUNT MAY BLESS HER! BUT THERE WAS NO OTHER WAY! A TEEN-AGER'S **LIFE** IS AT STAKE, SO I HAD NO CHOICE!

I'D BETTER GIVE MY EQUIPMENT A FAST SAFETY CHECK! LET'S SEE... PLENTY OF WEB FLUID... SPIDER-MAN LIGHT BEAM OKAY... MASK ON SECURELY...

THAT'S *IT!* NOW FOR *DOCTOR DOOM!*

AND AT THAT VERY MOMENT, AT THE FAMOUS SKY-SCRAPER HEADQUARTERS OF THE *FANTASTIC FOUR*...

WE DON'T HAVE MUCH MORE *TIME,* REED! WHAT ARE WE GOING TO DO?

WELL, SUE, WE CERTAINLY CAN'T LET ANY HARM COME TO SPIDER-MAN, IF WE CAN *HELP* IT!

BLASTED *AMATEURS!* ALWAYS GUMMIN' UP THE WORKS!

SINCE WHEN DID *YOU* GET A SUPER-HERO *UNION CARD,* THING, OL' PAL?

LET'S FACE IT! YOU'VE STRUGGLED THROUGH ONE OF THE *LONGEST INTRODUCTIONS* YOU'VE EVER READ! BUT WE THINK YOU'LL FIND IT WELL WORTH IT, BECAUSE NOW THE FIREWORKS BEGIN IN *EARNEST!*

IN ORDER TO BREAK IN ON ALL THE NETWORK T.V. SHOWS THE WAY HE DID, *DOOM* NEEDED A TREMENDOUS AMOUNT OF ELECTRICAL POWER! SO I'VE GOT TO SEARCH FOR HIS HIDEOUT IN AREAS WHERE SOME ENORMOUS DYNAMOS MAY BE LOCATED... ONCE I'M NEAR HIM, MY SPIDER INSTINCT WILL DO THE REST!

THE TELEPHONE COMPANY INSTALLATION IS BELOW ME, BUT I DON'T SENSE ANY HOSTILE PRESENCE DOWN THERE!

HERE'S THE BROAD-CASTING COMPANY BUILDING... BUT STILL NO TRACE OF LAUGH-ING BOY!

HECK! I'VE COVERED HALF THE CITY BY NOW WITHOUT FINDING HIM! I'VE *GOT* TO LOCATE DOOM BEFORE THAT HOUR IS UP!

I OUGHTTA HAVE MY *HEAD* EXAMINED FOR KNOCKIN' MYSELF OUT TO RESCUE A GUY WHO'S MY WORST ENEMY, BUT...

WHOOP! HOLD IT! I'M BEGINNING TO *SENSE* SOMETHING!

GOOD OL' SPIDER SENSE! IT HASN'T FAILED ME **YET!** I CAN FEEL THE HOSTILE EMANATIONS CLEAR UP HERE FROM THAT ABANDONED FACTORY BELOW!

AND, WITHIN THE SILENT, GLOOMY FACTORY...

LET ME **OUT** OF HERE! **PLEASE!** I'M **NOT** SPIDER-MAN! YOU'RE MAKIN' A BIG MISTAKE! **HONEST!** YOU'VE **GOT** TO BELIEVE ME! YOU'VE **GOT** TO!

SILENCE, YOU CRINGING, SNIVELLING COWARD! THE FAMOUS **SPIDER-MAN! BAH!** YOU'RE NOTHING BUT A FRIGHTENED WEAKLING!

BUT YOU WILL **STILL** ENABLE ME TO GAIN MY OBJECTIVE! THE **FANTASTIC FOUR,** SPURRED ON BY THEIR STUPID GALLANTRY, WILL NOT FAIL TO ATTEMPT YOUR RESCUE! AND WHEN THEY COME, I SHALL DEFEAT THEM... COMPLETELY, IRREVOCABLY!

HMM...DOOM PROBABLY EXPECTS THE **FF** TO TRY TO SAVE HIS PRISONER, SO HE MUST HAVE A ZILLION TRAPS PREPARED! BUT MAYBE I CAN THROW HIM A CURVE BY SLITHERING DOWN THROUGH THIS AIR VENT, AS ONLY **SPIDER-MAN** CAN DO IT!

IT'S A TIGHT SQUEEZE, BUT I THINK I CAN **MAKE** IT! WHEW! THIS WOULD BE SOME SPOT FOR A GUY TO GET **CLAUSTRO-PHOBIA!**

AND NOW, SETTLE BACK AND PREPARE TO WITNESS THE GOL-DANGEST, DING-BUSTEDEST, RIP-SNORTIN'EST SUPER-CHARACTERS FIGHT YOU'VE EVER SEEN!

CORRECTION, DOC! I'M THE **REAL** SPIDER-MAN! YOU JUST CAPTURED YOURSELF A PHONY **BRAND-X** IN THERE!

SPIDER-MAN! BUT...YOU'RE MY **PRISONER!**... INSIDE! HOW...?

IF THAT'S SO, THEN YOU WERE A **FOOL** TO PLACE YOURSELF IN JEOPARDY AGAIN! **THIS** TIME I SHALL NOT ALLOW YOU TO ESCAPE!

FUNNY! I WAS THINKIN' THE SAME THING ABOUT **YOU!**

NOTHING LIKE A QUICKLY BUILT **WEB COLUMN** TO ACT AS A LIFE-SAVING SHIELD!

AND NOW, WHILE I'M ALL COMFY AND COZY BACK HERE, I'LL JUST SPIN MYSELF A LITTLE WEAPON OF MY **OWN!**

HERE WE ARE! HOPE I DIDN'T KEEP YOU WAITING TOO LONG, RUSTPOT! BUT IT TAKES A FEW SECONDS TO MAKE A WEB BALL FILLED WITH WEB FLUID!

YOU'VE GOT TO ADMIT **ONE** THING, THOUGH... IT'S A GREAT WAY TO TEACH SOMEONE THAT IT ISN'T POLITE TO **POINT!**

VERY CLEVER, SPIDER-MAN! YOU HAVE TEMPORARILY PUT MY FINGER-BLASTER OUT OF ACTION!

AND THAT'S NOT **ALL** I'M GONNA PUT OUT OF ACTION!

HERE'S A LITTLE STUNT INSPIRED BY THE **HUMAN TORCH**, BUT **I** USE **WEB**-BALLS INSTEAD OF **FIRE**-BALLS!

I HAVE FOUND YOUR JUVENILE ANTICS MILDLY AMUSING UNTIL NOW! BUT I BEGIN TO GROW BORED, AND SO...

UH OH! I SENSE DANGER ABOVE ME! HE'S TRYING TO LEAD ME INTO A **TRAP!** BETTER BUILD ANOTHER SHIELD FOR MYSELF... **FAST!**

JUST IN TIME! THAT FALLING LIQUID IS TURNING INTO **ICE** ON CONTACT! IT MIGHT HAVE FROZEN ME SOLID!

WELL, A MISS IS AS GOOD AS A MILE! READY TO TALK TURKEY YET, DOOM??

ON THE *CONTRARY*, SPIDER-MAN! I WANT TO THANK YOU FOR ACTING AS A *GUINEA PIG* FOR ME! I'VE BEEN WANTING TO TEST OUT *THIS* LITTLE DEVICE FOR DAYS NOW!

IRON GLOBES, REVOLVING AT GREAT SPEED AROUND A MAGNETIC CORE!! YOU SURE HAVE SOME INTERESTING *HOBBIES* DOC!

MORE INTERESTING THAN YOU *SUSPECT*, BRAGGART! YOU'LL FIND YOUR WEB CANNOT STOP THE IRRESISTIBLE MOTION OF MY LITTLE PLAYTHINGS! THEY ARE FAR TOO POWERFUL!

THEY'RE WHIRLING FASTER AND FASTER! CAN'T DODGE 'EM MUCH LONGER! ONLY ONE CHANCE...

I'LL DIVE *UNDER* THEM AND SHOOT MY WEB TO THE BASE OF THE SPINNING MACHINE!

IT *WORKED*! IT JAMMED UP THE MECHANISM! THE BALLS ARE DROPPING... THEIR POWER SOURCE NO LONGER PROPELLING THEM!

FOR THE LUVVA PETE! *DOOM* DOESN'T GIVE A GUY A CHANCE TO CATCH HIS BREATH! NOW HE'S GOT *LIQUID HEAT* SHOOTIN' UP FROM THE FLOORBOARDS!

I'D SURE FEEL SORRY FOR ANYBODY WHO HAD TO FIGHT THAT WALKING RATTLE TRAP...

...IF THEY DIDN'T HAVE THE POWERS OF A *SPIDER-MAN!*

SO! YOU SWUNG OVER MY HEAT RAYS, OUT OF HARM'S WAY, DID YOU? *GOOD!* THAT'S JUST WHERE I *WANT* YOU!

YOU OUTSMARTED YOURSELF ***THAT*** TIME! I TRICKED YOU INTO LANDING WHERE YOU DID! AND ***NOW*** ...

THIS STEEL SECTION OF FLOORING I LANDED ON... YOU'VE GOT IT ***ELECTRIFIED!***

HE'S INCREASING THE CURRENT! CAN'T TAKE MUCH MORE OF IT! IT WOULD HAVE KNOCKED OUT A ***NORMAL*** HUMAN BY NOW!

LUCKY I LOADED UP WITH PLENTY OF WEB FLUID BEFORE COMING HERE!

FIGHTING DESPERATELY TO MAINTAIN CONSCIOUSNESS, ***SPIDER-MAN*** SHOOTS OUT HIS AWESOME WEB, WHICH CARRIES WITH IT THE SAME ELECTRIC CURRENT WHICH IS WEAKENING THE DESPERATE CRIME-FIGHTER!

AND, AS THE WEB STRIKES THE STARTLED ***DOCTOR DOOM***, THE SAME CHARGE OF ELECTRICITY RUNS THROUGH ***HIS*** BODY, MAGNIFIED MANY TIMES BY HIS METAL GARB!

UGH! I'M CAUGHT IN MY OWN TRAP! GOT TO SWITCH CURRENT OFF!

AND THEN, AFTER THE ELECTRICAL CHARGE HAS BEEN NULLIFIED ...

NOW WE'LL PLAY IT ***MY*** WAY, DOOM! ...WITHOUT ANY OF YOUR KOOKIE GADGETS!

NOT ***YET,*** SPIDER-MAN! I AM ***STILL*** IN CONTROL HERE!

AH, JUST IN CASE YOU DON'T ***BELIEVE*** ME...HERE'S SOMETHING TO ***CONVINCE*** YOU!

HUH? BEHIND ME! WHO...? WHAT..?

THE ROBOT! WHAT A FOOL I WAS... I FORGOT ABOUT IT!

NATURALLY! NO ONE CAN MATCH THE THINKING ABILITY OF DOCTOR DOOM!

AND NOW, EVEN THOUGH YOU ARE BREAKING FREE, IT IS TOO LATE! EVEN YOU WILL FIND NO DEFENSE AGAINST THIS MACHINE!

BEFORE I WORRY ABOUT ANY NEW MACHINES OF YOURS, HERE'S YOUR PLAYMATE BACK, WITH MY REGARDS!

STILL YOU RELY ON BRUTE STRENGTH, SPIDER-MAN! THAT WILL BE YOUR UNDOING!

WE'LL SEE ABOUT THAT! MY SPIDER'S STRENGTH WILL ENABLE ME TO SMASH YOUR NEW GIZMO BY TOSSING YOUR OWN SATELLITE MACHINE AT IT!

NOT QUITE! NOT IF I CAN FLIP THIS LEVER FIRST!

HOLY SMOKE! HIS MACHINE IS SOME SORT OF DISINTEGRATOR! IT VAPORIZED THE METAL ON THE SPOT! I HAVEN'T A CHANCE AGAINST IT!

WELL, I CAN'T STAND STILL AND LET IT FINISH ME! MAYBE I CAN DIVE PAST THE BOLTS AND REACH THE CONTROL PANEL!

AND THEN, AS THE DEADLY BOLTS FROM THE AWE-SOME MACHINE FLICKER AROUND THEM, THE TWO MIGHTY FOES BATTLE FOR THEIR LIVES!

UGH! HE... HE'S EVEN STRONGER THAN I SUSPECTED!

DIDN'T YOU THINK I EXPECTED YOU TO TRY THAT?

THAT BOLT! IT STRUCK YOU! BUT...

BUT WHAT? DID YOU THINK I'D EXPOSE MYSELF TO MY OWN WEAPON WITHOUT TAKING PRECAUTIONS ??! I'M INSULATED AGAINST THESE BOLTS... THEY CANNOT HARM ME!

BUT YOU, ALAS, ARE NOT SO INSULATED... AS YOU ARE NOW ABOUT TO LEARN!

IT'S UNBELIEVABLE!! HE'S LIKE A HUMAN MACHINE! HE SEEMS TO BE TIRELESS!

ANOTHER INCH AND I'M DONE FOR! SPIDER STRENGTH, IF I EVER NEEDED YOU, I NEED YOU NOW!

EXERTING EVERY LAST BIT OF POWER CONTAINED IN A SUPER-HUMAN BODY, THE AMAZING SPIDER-MAN, EXECUTING ONE LAST MANEUVER, MANAGES TO TWIST SUDDENLY SO THAT BOTH FIGURES SPRAWL AGAINST THE CONTROL PANEL, HALTING THE DEADLY, DISINTEGRATING BOLTS!

I DID IT!

BUT, ON THE VERGE OF EXHAUSTION DUE TO HIS HERCULEAN EFFORT, SPIDER-MAN CANNOT PREVENT HIS OLDER, MORE EXPERIENCED ADVERSARY FROM REGAINING HIS BALANCE FIRST AND STRIKING THE INITIAL BLOW!

THIS WILL BE YOUR FINISH, YOU CLUMSY FOOL!

OOOF!

IF I HAD A DIME FOR EVERY TIME SOME CORNBALL PREDICTED MY FINISH, I'D... ***HEY! NOW*** WHAT ??

HAVE PATIENCE! THESE LITTLE FLAKES WILL SOON END THIS BATTLE... FOR ***GOOD!***

HE'S GOT ME ON THE DEFENSIVE ***AGAIN!*** SOMETHING IN THOSE GLOWING FLAKES HAS AFFECTED MY ***EYES!*** I-I CAN'T ***SEE!*** HAVE TO RELY ON MY ***SPIDER'S SENSE*** ALONE!

HOW DID HE MANAGE TO DUCK OUT OF THE WAY IN TIME ??

OH, I SHOULD HAVE GUESSED! IT'S THAT ACCURSED INHUMAN SPIDER'S SENSE OF HIS!

MY EYES ARE BEGINNING TO CLEAR! IF I CAN JUST KEEP OUT OF RANGE A FEW SECONDS LONGER!

YOU'RE ONLY PROLONGING THE ***AGONY,*** SPIDER-MAN! YOU HAVEN'T A CHANCE AGAINST ME!

HEY! WHAT TH...??? IT'S THOSE IRON BALLS FROM THE SATELLITE MACHINE! I DIDN'T NOTICE THEM UNDER-FOOT! CAN'T KEEP MY BALANCE!

AND THUS SHALL I DEFEAT ***ALL*** MY MORTAL ENEMIES... INCLUDING THE FANTASTIC FOUR!

BUT, AT THAT FATEFUL SECOND, SOMETHING OUTSIDE A NEARBY WINDOW CATCHES THE EYE OF DOCTOR DOOM, AND...

IT ***CAN'T*** BE! NOT ***NOW!*** I..I'M NOT ***READY*** FOR THEM YET!

IT'S THE *FANTASTI-CAR*... WITH THE *FANTASTIC FOUR* INSIDE! THEY HAVE *FOUND* ME! I..I CAN'T FIGHT THEM AND SPIDER-MAN ...NOT AT THE SAME TIME!

BLAST THE LUCK! ANOTHER FEW SECONDS AND I'D HAVE FINISHED OFF SPIDER-MAN... *FOREVER!!*

WELL, AT LEAST I'VE PREPARED A GETAWAY EXIT FOR MYSELF! AS FOR *SPIDER-MAN,* HE CAN WAIT...THERE'S ALWAYS ANOTHER DAY!

I CAN *SEE* AGAIN! BUT *DOOM* IS CUTTING OUT... WHY??

SO *THAT'S* IT! IT'S THE *FF*...JUST LIKE THE CAVALRY IN A T.V. WESTERN! WELL, THEIR EYES'LL SURE POP WHEN THEY REALIZE *I* FOUND DOOM *FIRST!*

WAIT A MINUTE! I JUST REMEMBERED! *AUNT MAY!* I LEFT HER ALONE AT HOME! SHE'S PROBABLY BESIDE HERSELF WITH WORRY ABOUT ME BY NOW!

ACCORDING TO OUR SENSOR-PROBE DIAL, THIS IS THE PLACE!

SKIP THE SCIENTIFIC DOUBLE-TALK, SKINNY! LET'S GO *GET* 'IM!

POOR AUNT MAY! CAN'T WASTE A SECOND! GOT TO RUSH BACK HOME!

MEANWHILE, IN DR. DOOM'S NOW-ABANDONED HIDEOUT, FLASH THOMPSON FINDS HIMSELF FREE SINCE THE ELECTRONIC CIRCUITS HAVE BEEN DESTROYED!..

DR. DOOM...HE'S *GONE!* I DON'T KNOW WHAT HAPPENED, BUT I'M STILL IN ONE PIECE!

WHAT A *LUNKHEAD* I WAS TO DRESS AS *SPIDER-MAN!* IF I EVER GET OUT OF HERE ALIVE, I'LL NEVER ASK FOR TROUBLE AGAIN!

LOOK! IT'S *SPIDER-MAN!*

GRAB HIM!

HUH? W-WAIT! *DON'T!*

HOLD IT, THING! I'VE SEEN SPIDER-MAN CLOSE UP... THAT GUY ISN'T EVEN A REASONABLE FACSIMILE!

YOU MEAN WE WENT TO ALL THIS TROUBLE FOR A NOBODY? THEN HOW ABOUT ME LEANIN' ON HIM JUST A LITTLE?

PUT HIM DOWN, BEN! THE POOR BOY LOOKS TERRIFIED!

HMM! LOTS OF PIECES OF WEB-BING AROUND! I SUSPECT THE REAL SPIDER-MAN WAS HERE!

AND, ON THE OTHER SIDE OF TOWN...

AUNT MAY! SHE..SHE DOESN'T ANSWER! GOSH! IF... IF ANYTHING'S HAPPENED TO HER...

HERE I AM, PETER! I GOT NERVOUS IN THE HOUSE ALONE, SO I WENT NEXT DOOR TO STAY WITH OUR NEIGHBORS! DID YOU GET THE FUSES, DEAR?

ULP! I..I FORGOT! WELL, I'LL TELL HER I WAS TOO SCARED TO WALK THE DARK STREETS ALONE!

THE NEXT DAY, AT THE OFFICE OF J. JONAH JAMESON...

SOME GREAT NEWS PHOTOG YOU ARE, PARKER! LAST NIGHT A TEEN-AGER NAMED FLASH THOMPSON ESCAPED FROM DOCTOR DOOM! THE FANTASTIC FOUR FOUND DOOM'S HIDEOUT, BUT THEY MUST HAVE SCARED HIM AWAY! AND NOT ONE MEASLEY PHOTO FROM YOU!

SORRY, MR. JAMESON! I WAS HOME LAST NIGHT! I'VE GOT TO SLEEP SOMETIME!

DON'T FEEL TOO BADLY, PETER! I MAY ONLY BE J.J.'S SECRETARY, BUT I THINK YOU'RE WONDERFUL!!

THE NEXT DAY...

GOSH, I NEVER REALIZED THAT BETTY FELT THAT WAY ABOUT ME! AS A MATTER OF FACT, I NEVER REALIZED HOW I FELT ABOUT HER, EITHER! HMMM...

SAY, LOOK AT THE CROWD OF KIDS! WELL, AT LEAST THIS IS ONE TIME I WON'T HAVE TO LISTEN TO FLASH RIBBING ME! HE MUST BE THE MOST EMBARRASSED KID IN SCHOOL BY NOW!

WOW! TELL US MORE, FLASH!

NATURALLY, I WASN'T SCARED OF THAT CRUMB, DOCTOR DOOM! HE COULDN'T KEEP ME A PRISONER FOR LONG! WHEN HE SAW I ESCAPED, HE WAS SO WORRIED THAT HE RAN OUT BEFORE I COULD GET MY MITTS ON HIM!

GOSH, FLASH, THIS'LL REALLY MAKE YOU THE BMOC* AROUND HERE NOW!

WHY SO GLOOMY-LOOKING, PETER? ALTHOUGH I SUPPOSE I SHOULDN'T BLAME YOU FOR BEING JEALOUS OF A REAL HE-MAN LIKE FLASH!

I MIGHT AS WELL FACE IT! I'VE GOT NOTHING BUT LUCK... AND IT'S ALL BAD!

The End

*BMOC: BIG MAN ON CAMPUS.

THANKS TO YOUR OVERWHELMING RESPONSE TO PETER PARKER'S OFF-BEAT ADVENTURES, SPIDER-MAN IS NOW PUBLISHED MONTHLY! DON'T BE A JOHNNY-COME-LATELY! RESERVE YOUR COPY OF THE SENSATIONAL ISSUE #6 AT YOUR NEWSDEALER NOW! YOU WON'T WANT TO MISS THE NEW SUPER-VILLAINS, SUPER-ADVENTURES, AND SUPER-SURPRISES IN STORE FOR YOU!

SPIDER'S WEB

Please address your letters to:
THE SPIDER'S WEB
Third Floor
655 Madison Ave.
New York 21, N. Y.

Dear Stan and Steve:

Subject: Amazing Spider-Man #3.

Opinion: The Greatest!

Yep, that's right! I've just finished reading Spider-Man #3 for the fourth time and have come to the previous conclusion. Dr. Octopus is the most original villain I've seen in my four years of comics reading. The guest appearance of the Human Torch came unexpectedly. His speech not only raised Spider-Man's hopes, but it encouraged me, too. One complaint, though — on page 10, panel 6, you have Dr. Octopus thinking, "The security police aren't apt to notice an extra pipe or two up on the ceiling." That's just like him saying, "The security police aren't apt to notice an extra former atomic scientist up on the ceiling." The two spectacular Spider-Man versus Dr. Octopus battles were well handled. My brother and I, after reading one of your comics, analyzed it. From our studies we have found: 1) Too many of your villains are formerly "the greatest atomic scientists in the country." 2) You put in many instances, much more wording into the captions than the actual panels. 3) Your villains use too formal language for a hectic situation. 4) Many of your heroes (Sgt. Fury, for example) give the inexperienced reader the impression that they are inhuman roughnecks. A good example is the cover of Sgt. Fury #1. It depicts him saying, "Keep movin', you lunkheads! Nobody lives forever! So get out the lead and follow me! We got us a war to win!" If all of your stories are as good as #3 you'll go a long way.

Richard Cohen
722 E. 102nd St.
Brooklyn 36, N. Y.

Correction, Dick! Sgt. Fury said "Get the lead out—" not "Get out the lead—"! See, If we want to find fault with YOUR material—! But, thanks for an interesting letter, R. C.

Dear Stan and Steve:

Congratulations on SPIDER-MAN #3!! It was a great issue and I thought it surpassed your other comics by far. I, for one, do not like these "book-length" stories that you are putting out, except in the FANTASTIC FOUR. SPIDER-MAN should have at least two stories per issue in order to give us a little more variety. I guess ever since that horrible year of 1954, when the crime books were at their peak and the Comics Code came in, you publishers either haven't had a chance to put out a good "robbery" story or else the readers like the super-villain better. Your SPIDER-MAN is both a human-interest story and an exciting book to read. I am against your new titles inside. They are so small and insignificant that I barely noticed them. I suggest that you use a much larger title. Steve Ditko is my favorite artist. He has a very good, but weird style that is hard to copy. The action scenes were the best I've ever seen in SPIDER-MAN or any of your magazines, for that matter. I like Ditko's art even better than Kirby's, although he did do some wonderful work in the 1940's. The one thing that is wrong with your magazines (all of them) is that your company has some pretty bad inkers for the fine quality of pencil artists you have. If this matter were cleared up, I am certain that your company would soon climb to the top. One last thing about Ditko's art — he just can't draw feet right!! They look out of shape and flat. I don't want to hear collectors calling my favorite hero a "flatfoot" — do you??? It's good that you have Peter Parker using his other talents once in a while for a change from his spider powers. This is the first hero that I've seen that is ridiculed by his schoolmates and uses his knowledge of chemistry as a weapon. Also, it's nice that you have a "poor" boy with powers unlike all those crazy millionaires that have been floating around for years. I greatly enjoyed your SPIDER-MAN Pin-up Page. It's the first I've seen that gave a really big picture of my hero. John Duffy is one of your best letterers. In fact, there isn't anything that I don't like about the whole book. It's tremendous, colossal, stupendous, and on the whole — just plain marvelous! This gives a slight impression of how I feel about "Spi" and your entire company!!!

Dan Fleming
430 Beach Street
Ottawa, Kansas

You've mentioned so many points, Dan, that we don't know WHICH to comment about! But, we have a hunch some of our readers will have quite a bit to say about your opinions. As for us, we're delighted that you, and our other perceptive readers, take such a keen interest in our Marvel mags.

Dear Stan and Steve:

Stan, you have struck again. If I thought the first Spider-Man tale was good, I should have waited till the second and third. WOW, and a few more for flavor! The only thing I truly regret is that Steve Ditko's art distorted the Four to the point where it was agony to this dyed-in-the-wool-Four fan to see them. Spider-Man he can do well — I honestly can't picture him any other way — but the others! I suggest any more feature appearances be made by S-M (Sub-Mariner's initials?) in other magazines.

Paul Moslander
1206 31 Avenue
San Mateo, Calif.

We have a hunch there'll be a number of guest appearances in our various mags, employing our different heroes, because judging by your letters, it's something which most of you fans enjoy. Some future guest shots will be announced beforehand, while some will be sprung on you unexpectedly! So keep watching!

Dear Stan and Steve:

What a story you put out for the SPIDER-MAN #3 magazine! The strangest foe of all time — DOCTOR OCTOPUS! Boy, you fellas weren't kidding! He's terrific! One thing about your villains: They're all so interesting that any one of them could be featured in a mag of his own! Where do you ever think up your stories? They're all so different, and there's never a let-down! You may have guessed by now — you're my favorites!

Richard Jankowski
47 New York Ave.
Dunkirk, N. Y.

What do you MEAN where do we think up our stories??? Haven't we convinced you that they're all TRUE? Anyway, we thank you for your enthusiasm, and our villains thank you too!

CONTINUED . . .

Dear Stan and Steve:

To get to the point, needless to say, you've got a hit on your hands! Please, no more shocks like the last one. What do I mean by shock? I'll tell you. I went out to the store one day looking for new comics, and here's what I found: 1) SPIDER-MAN #1 with guest stars, the Fantastic Four – great. 2) FANTASTIC FOUR #12 with the Hulk – great. 3) STRANGE TALES #106 with the F.F. I fainted right there on the spot!

Sid Wright
Worcester, Mass.

Not before paying your twelve cents, we hope!

Dear Stan and Steve:

Spider-Man #2 . . . who's coming up with the great villains all of a sudden!? Not that I don't like super-powerful villains like Sub-Mariner and super geniuses like Doc Doom, but I like a good "gimmick" hero, too, like the Vulture. The bit about Jameson paying off the person he hates the most is a great one; let's have more of it. However, what happens if Jameson decides that Parker should go out with one of his reporters to do a team story. As a matter of fact, it might not be a bad idea if that reporter was a girl (maybe even Jameson's daughter!) and she found out Spider-Man's secret ID. It would be quite a joke on Jameson to have his own daughter a secret ally of Spider-Man's. One little thing I noticed: so many characters have gloves as part of their costume, yet you never can figure out how they get rid of them when they're in their civilian identity. They make a switch and voila! . . . the gloves are gone. I was glad to see the Spider-Man has met the problem! Steve Ditko's art is improving tremendously. He draws swinging aliens. One thing I like about Spider-Man is your finally having a character who can actually fight the "Cotton-pickin'" bad guys. No one dares lay a glove on Thing, or Thor, or Iron Man. None of the others, except Spider-Man, are the type of hero to make use of their fists. Ditko does a pretty fair-to-middling job of fight scenes, too!

Steve Perrin
4420 Meadowlark Lane
Santa Barbara, Calif.

Fair-to-middling???! Boy, you'd probably say that MOZART was a pretty average composer, too!

Dear Stan and Steve:

Just finished reading SPIDER-MAN #3. It was great as usual. One small suggestion – why don't you have a page or even a half-page telling your readers when your comics will be going on sale? I would like to know when to visit my newsstand to buy your better than usual comics.

Cory Reed
Johnstown, Pa.

We appreciate your interest, and your suggestion, Cory. Our mags go on sale at different times depending when each individual store decides to put them on display. We'd only be able to give APPROXIMATE on-sale dates, and after you've followed a mag for a while, you'll probably have as good an idea when it goes on sale as we do.

Dear Stan and Steve:

I am an avid fan of the costumed super-heroes of all the companies, but Spider-Man is the best of all of them in my opinion. For one thing, he has no allies, the world hates him, his powers are unique, his costume is colorful, and his secret identity is really secret. His costume is excellent because I can appreciate the tough time you must had drawing all the webs over him. The red and dark blue or black balance each other very well and his bright white eyes set in black fall into the suit's composition perfectly. The spider emblem lets everyone know that there is one and only one Spider-Man. I am glad Aunt May doesn't know her nephew is Spider-Man. Now many interesting situations may arise. Also, there are no shrimps helping him. Sure, Peter is a square, but if everyone knew he were Spider-Man, he would be a hero to his school chums and a target. Everything as far as his identity goes is fine with me. Finally, I want to start a Spider-Man Fan Club to promote him. I feel that he will become the most popular super-hero in years. There are many projects in planning, as an opinion page, a Spider-Man Fan Club book, and a member sheet. I need quite a few members for these projects, and with a nation-wide fan club, the results would be terrific.

David Coleman
217 Kenwood Ave.
Rochester 11, N. Y.

You've got our blessing, Davey boy – just so long as YOU handle the mail and not US!

SPECIAL ANNOUNCEMENT SECTION:

- **ITEM ONE: Guest appearance info! SPIDER-MAN is really in the limelight this month, guest-starring in two Marvel Comics Group annuals! The first is STRANGE TALES ANNUAL, in which SPIDER-MAN is featured with the fiery HUMAN TORCH, in an 18-page thriller-diller! Then, before the smoke clears, you'll find him also in the FANTASTIC FOUR ANNUAL in a tale which shows him in the kind of action you fans have been clamoring for!**
- **ITEM TWO: News from Marvel! By now you've probably heard of our latest super-hero title—the X-MEN! We here at Marvel are especially anxious for your opinions on the first issue of X-MEN, for we honestly believe it is destined to become one of the most talked about teams in comics mag history! Also, have you seen the big, action-packed first issue of the AVENGERS? — It stars some of your all time favorites—IRON MAN, THOR, ANT-MAN, and, more powerful than ever, the incredible HULK. Yes, they're all together in one book-length tale, in the now-famous Lee-Kirby style!**
- **ITEM THREE: This month's Marvel line-up! Look for these great features on your newsstands this month: FANTASTIC FOUR #19: The FF take a trip thru time to solve the macabre mystery of the Sphinx! TALES OF SUSPENSE #46: IRON MAN faces a foe who was specially trained to defeat him – the CRIMSON DYNAMO! STRANGE TALES #113: The HUMAN TORCH meets a super-villain you'll never forget – the PLANTMAN! TALES TO ASTONISH #48: Not to be outdone, ANT-MAN and the WASP come up against the most original foe of all – the spectacular human PORCUPINE! And, in JRNY. INTO MYSTERY #96, THOR is menaced by a foe whose magic power exceeds his own – the mad MERLIN! So, if you get the feeling that this is a good month for Marvel super-heroes – you're RIGHT!**
- **ITEM FOUR: A final word from Stan and Steve: We want to thank you for making SPIDER-MAN the smash success of the year! We promise to do our best to continue to merit your loyalty and to keep SPIDER-MAN the greatest, most original, most exciting super-hero of all!**

(Ed. note: SPIDER-MAN #6 goes on sale approximately Aug. 8. Ask your newsdealer to reserve your copy now!)